

WEINER, McCAFFREY, BRODSKY & KAPLAN, P.C.

ATTORNEYS AT LAW

HARVEY E. WEINER
R. LAWRENCE McCAFFREY, JR.
JAMES A. BRODSKY
PETER E. KAPLAN
IRVING P. MARGULIES
MARK M. LEVIN
RICHARD I. PEYSTER
PETER A. GILBERTSON
MARK H. SIDMAN
L. MARK WINSTON**
RUGENIA SILVER
MITCHEL H. KIDER
KIMBERLY A. MADIGAN
DEBORAH A. PHILLIPS
RANDAL D. SHIELDS*
LESLIE C. BENDER**
MICHAELA A. THOMPSON*
KAREN C. REED*
JOHN DOCHERTY*
PAUL H. SCHIEBER*

SUITE 800
1350 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-4797

(202) 628-2000

TELECOPIER (202) 628-2011

SANFORD A. WITKOWSKI
COUNSEL

OTTO J. HETZEL
JOSEPH D. FEENEY*
OF COUNSEL

MARYLAND OFFICE

SUITE 905
ARTERY PLAZA

7200 WISCONSIN AVENUE
BETHESDA, MD 20814-4804

(301) 986-0886

June 28, 1988

INTERSTATE COMMERCE COMMISSION

8 1804066

*NOT ADMITTED IN D.C.
**ADMITTED IN MD

DELIVERED BY HAND

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

JUN 28 1988
Date
Fee \$ 13.00
300 Washington, D.C.

Dear Ms. McGee:

I have enclosed an original and two copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Release of Security Interest, a secondary document, dated June 27, 1988, releasing the following:

Thirty (30) GP-10 locomotives, bearing serial numbers 8034, 8051, 8100, 8106, 8115, 8133, 8148, 8167, 8187, 8191, 8193, 8195, 8197, 8210, 8211, 8212, 8215, 8222, 8223, 8225, 8226, 8227, 8228, 8230, 8235, 8236, 8247, 8248, 8256 and 8266, respectively.

The primary document to which this is connected is recorded under Recordation No. 14728.

In the April 14, 1988 Note Purchase and Assignment Agreement filed with the Commission on May 20, 1988 under Recordation No. 14728, the locomotive bearing serial number 8211 was incorrectly labelled. The locomotive bears serial number 8224, not 8211.

WEINER, McCaffrey, Brodsky & Kaplan, P.C.

Ms. Noreta R. McGee

-2-

June 28, 1988

The name and address of the party to the Release is as follows:

The Prospect Group, Inc.
645 Madison Avenue
New York, New York 10022

A check made payable to the Commission in the amount of \$13.00 is enclosed for the fee. Please return the original attached to this letter and one copy of the Release, both evidencing recordation, to:

Laurence R. Latourette
Weiner, McCaffrey, Brodsky & Kaplan, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797

A short summary to appear in the index follows:

6/27/88 Release, releasing all GP-10
locomotives as described in Exhibit A.

Very truly yours,

Christy Story

Christy Story
Legal Asssitant

Enclosures

JCS/lr/4371F/7170-2

Interstate Commerce Commission

Washington, D.C. 20423

6/28/88

OFFICE OF THE SECRETARY

Laurence R. Latourette
Weiner, McCaffrey, Brodsky & Kaplan
1350 New York Avenue, N.W.
Washington, D.C. 20005-4797

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/88 at 12:50pm, and assigned rec-
ordation number(s). 14728-B & 15698

Sincerely yours,



Secretary

Enclosure(s)

THE UNIVERSITY OF CHICAGO
LIBRARY

CHICAGO, ILL.

THE UNIVERSITY OF CHICAGO
LIBRARY

CHICAGO, ILL.

CHICAGO, ILL.

CHICAGO, ILL.

REGISTRATION NO. 14728-B FILED HERE

JUN 28 1988 12 54 PM

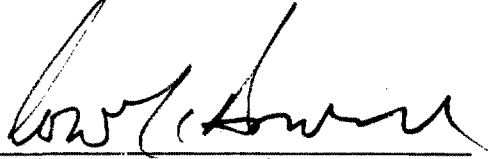
RELEASE OF SECURITY INTEREST

INTERSTATE COMMERCE COMMISSION

FOR AND IN CONSIDERATION OF the full payment of (1) that certain secured Equipment Note dated as of June 28, 1985, in the original principal amount of \$1,586,270.00, and (2) those certain secured Maintenance Equipment Notes dated as of July 28, 1985, and July 29, 1985, respectively, in the original principal amounts of \$121,629.00 and \$251,876.40, respectively, (collectively, the "Notes"), made by WESTINGHOUSE CREDIT CORPORATION and GULF & MISSISSIPPI RAILROAD CORPORATION and assigned to The Prospect Group, Inc. on April 14, 1988, the undersigned, being the current owner and holder of such Notes hereby RELEASES AND SURRENDERS its security interest as described in that certain Note Purchase and Assignment Agreement dated as of April 14, 1988, between WESTINGHOUSE CREDIT CORPORATION, GULF & MISSISSIPPI RAILROAD CORPORATION, SOUTHRAIL CORPORATION, and the undersigned.

Executed as of June 27, 1988.

THE PROSPECT GROUP, INC.

By: 
Its: Chairman and Chief Executive
Officer

JCS/lr/4319F/7170-2

State of New York
County of New York

On this the 27 day of June, 1988, before me, the undersigned officer, personally appeared W. Wallace McDowell, Jr., who acknowledged to be the Chairman and Chief Executive Officer of The Prospect Group, Inc., and that W. Wallace McDowell, Jr. as such Chairman and Chief Executive Officer, being authorized to do so, executed the foregoing instrument for the purposes contained therein, by signing the name of the Corporation by W. Wallace McDowell, Jr. as Chairman and Chief Executive Officer.

Ann Inguanta
Notary Public

ANN INGUANTA
Notary Public, State of New York
No. 41-4807928
Qualified in Queens County
Commission Expires 5/31/89

My Commission Expires: _____

JCS/lr/4319F/7170-2

- 1.(a) Senior Lien in favor of Westinghouse Credit Corporation ("WCC") under and pursuant to a Security Agreement and a Security Agreement (Maintenance Equipment), both dated as of June 28, 1985, made by the Railway Company to WCC in and to the following described railroad locomotives, railroad cars, and maintenance of way equipment:

<u>Model</u>	<u>Description</u>	<u>Manufacturer</u>	<u>Serial Number</u>
GP-10	Locomotive	GM	8034
GP-10	Locomotive	GM	8051
GP-10	Locomotive	GM	8100
GP-10	Locomotive	GM	8106
GP-10	Locomotive	GM	8115
GP-10	Locomotive	GM	8133
GP-10	Locomotive	GM	8148
GP-10	Locomotive	GM	8167
GP-10	Locomotive	GM	8187
GP-10	Locomotive	GM	8191
GP-10	Locomotive	GM	8193
GP-10	Locomotive	GM	8195
GP-10	Locomotive	GM	8197
GP-10	Locomotive	GM	8210
GP-10	Locomotive	GM	8211
GP-10	Locomotive	GM	8212
GP-10	Locomotive	GM	8215
GP-10	Locomotive	GM	8222
GP-10	Locomotive	GM	8223
GP-10	Locomotive	GM	8225
GP-10	Locomotive	GM	8226
GP-10	Locomotive	GM	8227
GP-10	Locomotive	GM	8228
GP-10	Locomotive	GM	8230
GP-10	Locomotive	GM	8235
GP-10	Locomotive	GM	8236
GP-10	Locomotive	GM	8247
GP-10	Locomotive	GM	8248
GP-10	Locomotive	GM	8256
GP-10	Locomotive	GM	8266